Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEW JERSEY

Case number *(if known)* ____________ Chapter **11**

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1.	**Debtor's name**	**Mountain Creek Mountainslide, LLC**
2.	**All other names debtor used in the last 8 years** Include any assumed names, trade names and *doing business as* names	
3.	**Debtor's federal Employer Identification Number** (EIN)	**27-3901545**
4.	**Debtor's address**	**Principal place of business** **200 State Route 94** **Vernon, NJ 07462** Number, Street, City, State & ZIP Code **Sussex** County **Mailing address, if different from principal place of business** P.O. Box, Number, Street, City, State & ZIP Code **Location of principal assets, if different from principal place of business** Number, Street, City, State & ZIP Code
5.	**Debtor's website** (URL)	
6.	**Type of debtor**	☑ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) ☐ Partnership (excluding LLP) ☐ Other. Specify:

Debtor **Mountain Creek Mountainslide, LLC** Case number (*if known*)
Name

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☑ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See http://www.uscourts.gov/four-digit-national-association-naics-codes.

7139

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☑ Chapter 11. *Check all that apply*:
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☑ No.
- ☐ Yes.

District ______ When ______ Case number ______
District ______ When ______ Case number ______

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list

- ☐ No
- ☑ Yes.

Debtor **See Rider 1 attached hereto** Relationship ______
District ______ When ______ Case number, if known ______

11. Why is the case filed in *this district?*

Check all that apply:

- [x] Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- [ ] A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- [x] No
- [ ] Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- [ ] It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard?
- [ ] It needs to be physically secured or protected from the weather.
- [ ] It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- [ ] Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

- [ ] No
- [ ] Yes. Insurance agency
  Contact name
  Phone

Statistical and administrative information

13. Debtor's estimation of available funds

. *Check one:*

- [x] Funds will be available for distribution to unsecured creditors.
- [ ] After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- [x] 1-49
- [ ] 50-99
- [ ] 100-199
- [ ] 200-999
- [ ] 1,000-5,000
- [ ] 5001-10,000
- [ ] 10,001-25,000
- [ ] 25,001-50,000
- [ ] 50,001-100,000
- [ ] More than100,000

15. Estimated Assets

- [x] $0 - $50,000
- [ ] $50,001 - $100,000
- [ ] $100,001 - $500,000
- [ ] $500,001 - $1 million
- [ ] $1,000,001 - $10 million
- [ ] $10,000,001 - $50 million
- [ ] $50,000,001 - $100 million
- [ ] $100,000,001 - $500 million
- [ ] $500,000,001 - $1 billion
- [ ] $1,000,000,001 - $10 billion
- [ ] $10,000,000,001 - $50 billion
- [ ] More than $50 billion

16. Estimated liabilities

- [ ] $0 - $50,000
- [ ] $50,001 - $100,000
- [ ] $100,001 - $500,000
- [x] $500,001 - $1 million
- [ ] $1,000,001 - $10 million
- [ ] $10,000,001 - $50 million
- [ ] $50,000,001 - $100 million
- [ ] $100,000,001 - $500 million
- [ ] $500,000,001 - $1 billion
- [ ] $1,000,000,001 - $10 billion
- [ ] $10,000,000,001 - $50 billion
- [ ] More than $50 billion

Debtor **Mountain Creek Mountainslide, LLC** Case number (*if known*)

Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is trued and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/15/2017
MM / DD / YYYY

X **/s/ Jeffrey Koffman**
Signature of authorized representative of debtor

Jeffrey Koffman
Printed name

Title **Manager**

18. Signature of attorney

X **/s/ Kenneth A. Rosen**
Signature of attorney for debtor

Date 05/15/2017
MM / DD / YYYY

Kenneth A. Rosen
Printed name

Lowenstein Sandler LLP
Firm name

65 Livingston Avenue
Roseland, NJ 07068
Number, Street, City, State & ZIP Code

Contact phone **973-597-2500** Email address krosen@lowenstein.com

KR4963 New Jersey
Bar number and State

RIDER 1

LIST OF DEBTORS

On May 15, 2017, each of the affiliated entities listed below (the "Debtors") filed a voluntary petition for relief in this Court under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of their chapter 11 cases under the case number assigned to the chapter 11 case of Mountain Creek Resort, Inc.

Mountain Creek Resort, Inc.
Mountain Creek Services Inc.
Mountain Creek Management, LLC
Mountain Creek Mountainslide, LLC
Mountain Leasing LLC
Appalachian Liquors Corporation

Fill in this information to identify the case:

Debtor name **Mountain Creek Mountainslide, LLC**

United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) ______________

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule* ______________
- ■ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration ______________

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/15/2017

X /s/ Jeffrey Koffman
Signature of individual signing on behalf of debtor

Jeffrey Koffman
Printed name

Manager
Position or relationship to debtor

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Fill in this information to identify the case:

Debtor Name: Mountain Creek Resort, Inc.
United States Bankruptcy Court for the: District of New Jersey

☐ **Check if this is an Amended filing**

CASE NUMBER (if known):

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Holding 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes.[1] Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Vernon Township Municipal Utilities Authority 21 Church Street Vernon, NJ 07462		Vernon Bond - $2,650,000 principal				$3,867,750.00
Vernon Township Municipal Utilities Authority 21 Church Street Vernon, NJ 07462		Utilization owed thru 12/31/2016				$1,684,089.00
Vernon Township Municipal Utilities Authority 21 Church Street Vernon, NJ 07462		Potential Future Utilization Owed	X			$20,656,329.00
Crystal Creek Associates LLC 3621 Route 94, 2nd Floor Hamburg, NJ 07419		Promissory Note				$884,778.48
Rosalind Davidowitz c/o J. Morton Davis DH Blair 44 Wall Street New York, NY 10005		Promissory Note				$529,446.83
Sail Energy LLC 3621 Route 94, 2nd Floor Hamburg, NJ 07419		Promissory Note				$452,636.58

[1] Inclusion on this list shall not constitute an admission by the Debtors regarding the extent or validity of the debts set forth herein.

Debtor **Mountain Creek Resort, Inc.** Case Number (if known)
Name

Name of creditor and complete mailing address, including zip code	**Name, telephone number and email address of creditor contact**	**Nature of claim** (for example, trade debts, bank loans, professional services, and government contracts)	**Indicate if claim is contingent, unliquidated, or disputed**	**Amount of claim** If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	**Deduction for value of collateral or setoff**	**Unsecured claim**
Venturetek LP Irwin Dov Perlysky c/o DH Blair 44 Wall Street New York, NY 10005		Promissory Note				$355,331.62
Lake Isle Corporation 3621 Route 94, 2nd Floor Hamburg, NJ 07419		Promissory Note				$292,390.45
Esther Stahler 2003 Grantor Retained Annuity Trust Irwin Dov Perlysky c/o DH Blair 44 Wall Street New York, NY 10005		Promissory Note				$207,200.79
Sky Ventures LLC Irwin Dov Perlysky c/o DH Blair 44 Wall Street New York, NY 10005		Promissory Note				$207,200.79
Golf Management Services Corporation		Promissory Note				$230,504.00
Dell Financial Services LLC 12234 North Interstate 35 Suite 35B Austin, TX 78753		Lease Agreement for services rendered				$14,706.00
Dell Financial Services LLC 12234 North Interstate 35 Suite 35B Austin, TX 78753		Lease Agreement for services rendered				$20,279.00
Burton Snowboards 80 Industrial Parkway Burlington, VT 05401	Tom Wright, Tomwr@burton.com 802-652-6755	Trade				$181,904.34
GBG Spyder USA LLC 4740 Walnut Street Boulder, CO 80301	Agnieszka Melin amelin@spyder.com 4740 Walnut Street Boulder, CO 80301 Phone 303-544-4095	Trade				$105,263.90
Appalachian @ MC Condo Association c/o Comet Management LLC 106 Quarry Road, Suite F Hamburg, NJ 07419	Helen Yates heleny@cometpm.com 106 Quary Road, Suite F Hamburg NJ 07419 Phone: 973-823-8240	Trade				$83,343.00
Maines Paper & Food Service Inc. 101 Broome Corporate Parkway Conklin, NY 13748	Nicholas Blakeslee Nicholas.Blakeslee@maines.net 101 Broome Corporate Parkway Conklin, NY 13748 Phone (607) 251-7408	Trade				$79,805.36

Debtor **Mountain Creek Resort, Inc.** Case Number (if known) ____________
Name

Name of creditor and complete mailing address, including zip code	**Name, telephone number and email address of creditor contact**	**Nature of claim** (for example, trade debts, bank loans, professional services, and government contracts)	**Indicate if claim is contingent, unliquidated, or disputed**	**Amount of claim** If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	**Deduction for value of collateral or setoff**	**Unsecured claim**
Pass Co LLC 1621 18th Street Denver, CO 80202	Brian VandenBroek bvandenbroek@intrawest.com	Trade				$55,376.62
SCHWARTZ SIMON EDELSTEIN & CELSO 100 SOUTH JEFFERSON ROAD SUITE 200 WHIPPANY NJ 07981		Trade				$50,183.61
Inntopia Sterling Valley Systems 782 Mountain Road Stowe, VT 05672	Robin Carey rcarey@inntopia.com PO Box 309 Stowe, VT 05672 Phone: 203-460-7008	Trade				$40,463.94

United States Bankruptcy Court
District of New Jersey

In re **Mountain Creek Mountainslide, LLC** Debtor(s)

Case No.

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Mountain Creek Resort, Inc. **200 State Route 94** **Vernon, NJ 07462**		**100%**	**Equity**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Manager** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 05/15/2017

Signature /s/ Jeffrey Koffman
Jeffrey Koffman

Penalty for making a false statement of concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

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United States Bankruptcy Court
District of New Jersey

In re **Mountain Creek Mountainslide, LLC** Debtor(s)

Case No.
Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Mountain Creek Mountainslide, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Mountain Creek Resort, Inc.
200 State Route 94
Vernon, NJ 07462

☐ None [*Check if applicable*]

05/15/2017
Date

/s/ Kenneth A. Rosen
Kenneth A. Rosen
Signature of Attorney or Litigant
Counsel for **Mountain Creek Mountainslide, LLC**

Lowenstein Sandler LLP
65 Livingston Avenue
Roseland, NJ 07068
973-597-2500 Fax:973-597-2400

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**UNANIMOUS WRITTEN CONSENT
OF THE MANAGERS OF
MOUNTAIN CREEK MOUNTAINSLIDE, LLC**

Dated: May 15, 2017

The undersigned, being all of the members and managers (the "**Manager(s)**") of Mountain Creek Mountainslide, LLC, a Delaware limited liability company ("**MCMS**" or the "**Company**") hereby consent to the following actions and adopt the following resolutions as of the date hereof:

WHEREAS, the Company has reviewed and considered the financial and operational condition of MCMS and MCMS's business on the date hereof, including the historical performance of MCMS, the assets of MCMS, the current and long-term liabilities of MCMS, and the market for the MCMS's products and services; and

WHEREAS, the Company has received, reviewed, and considered the recommendations of the Managers and MCMS's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**").

WHEREAS, the Company has determined that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of the Bankruptcy Code(the "**Chapter 11 Cases**");

NOW, THEREFORE, IT IS:

RESOLVED that the Managers, and any other officer or person designated and so authorized to act (each, an "**Authorized Person**") be, and each is, hereby authorized and directed to execute and file on behalf of MCMS all petitions, schedules, lists, and other papers or documents with the appropriate court under the Bankruptcy Code and to take any and all action that they deem necessary, proper, or advisable to obtain such relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business;

RESOLVED FURTHER that the law firm of Lowenstein Sandler LLP be employed as counsel to MCMS to represent and assist MCMS in carrying out MCMS's duties under the Bankruptcy Code and to take any and all actions to advance MCMS's rights including the preparation of pleadings and filings in connection with the Chapter 11 Cases, and any Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and to cause to be filed an appropriate application for authority to retain services of Lowenstein Sandler LLP;

RESOLVED FURTHER, that Getzler Henrich & Associates LLC be employed as financial advisor to MCMS to assist MCMS in carrying out the Company's duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in connection with the Chapter 11 Cases, and each Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and to cause to be filed an appropriate application for authority to retain services of Getzler Henrich & Associates LLC;

RESOLVED FURTHER, that Houlihan Lokey Capital, Inc. be employed as business consultant to MCMS to assist MCMS in restructuring the balance sheet in connection with the Chapter 11 Cases and to take any and all actions to advance the Company's rights, and each Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and to cause to be filed an appropriate application for authority to retain services of Houlihan Lokey Capital, Inc.;

RESOLVED FURTHER, that any Authorized Person be, and hereby is authorized and directed to employ any other individual and/or firm as professionals or consultants to MCMS as are deemed necessary or advisable to represent and assist MCMS in carrying out the MCMS's duties under the Bankruptcy Code, and in connection therewith, any Authorized Person is hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms;

RESOLVED FURTHER, that any Authorized Person is hereby authorized and empowered to execute, deliver, file, and perform any agreement, document, or any amendment to the foregoing, in the name and on behalf of the MCMS, as may be necessary or advisable for MCMS to obtain postpetition financing and engage in a business sale(s) or other sales for a portion or substantially all of MCMS's assets, and to take such other action, as may be directed by an Authorized Person in connection with the consummation of such transactions all on such terms as the Authorized Person deems necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

RESOLVED FURTHER, that the granting by the Company of liens on and security interests in any collateral in connection with the transactions contemplated by the foregoing resolutions, and the filing and recording of any Uniform Commercial Code financing statements or any other document necessary to perfect each security interest contemplated thereby, or to renew, maintain or preserve such perfected security interest, be, and hereby is, authorized and approved in all respects and any Authorized Person is hereby authorized and directed to execute and deliver any such other collateral documents or instruments, each as any Authorized Person executing same shall deem necessary or appropriate, and to take such actions as may be necessary or advisable to consummate the transactions contemplated thereby;

RESOLVED FURTHER, that any Authorized Person is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file, and record such additional agreements, notices, certificates, instruments, applications, payments, letters and documents as any of them may deem necessary or advisable to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Authorized Person may deem necessary or advisable in connection with any financing arrangement or the sale of assets, and the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof;

RESOLVED FURTHER, that all of the acts and transactions taken by any Authorized Person in the name and on behalf of the Company, relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified; and

RESOLVED FURTHER that this written consent may be executed in any number of counterparts and by facsimile, portable document format, or other reproduction, and such execution shall be considered valid, binding, and effective for all purposes.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being all the Managers of MCMS, have executed this written consent as of the date first written above.

MANAGERS:

By:_*/s/ Jeffrey Koffman*___
Name: Jeffrey Koffman

By:_*/s/ Steven Koffman*___
Name: Steven Koffman

By:_*/s/ David Koffman*___
Name: David Koffman

By:_*/s/ Burton Koffman*___
Name: Burton Koffman

By:_*/s/ Edward Bond*_____
Name: Edward Bond